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UNITED STATES BANKRUPTCY COURT  
SOUTHERN DISTRICT OF NEW YORK

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In re	: Chapter 11
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DELPHI CORPORATION, et al.,	: Case No. 05-44481 (RDD)
	:
Debtors.	: (Jointly Administered)
	:
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JOINT STIPULATION AND AGREED ORDER COMPROMISING  
AND ALLOWING PROOF OF CLAIM NUMBER 8780  
(GENERAL PRODUCTS DELAWARE CORPORATION)

Delphi Corporation and certain of its subsidiaries and affiliates, including Delphi Automotive Systems LLC ("DAS LLC"), debtors and debtors-in-possession in the above-captioned cases (collectively, the "Debtors"), and General Products Delaware Corporation ("General Products") respectfully submit this Joint Stipulation And Agreed Order Compromising And Allowing Proof Of Claim Number 8780 (General Products Delaware Corporation) and agree and state as follows:

WHEREAS, on June 30, 2006, General Products filed proof of claim number 8780 against Delphi, asserting an unsecured non-priority claim in the amount of \$723,930.00 (the "Claim") arising from the sale of goods.

WHEREAS, on July 13 2007, the Debtors objected to the Claim pursuant to the Debtors' Nineteenth Omnibus Objection (Substantive) Pursuant To 11 U.S.C. § 502(b) And Fed. R. Bankr. P. 3007 To Certain (A) Insufficiently Documented Claims, (B) Claims Not Reflected On Debtors' Books And Records, (C) Untimely Claim, And (D) Claims Subject To Modification, Tax Claims Subject To Modification, Modified Claims Asserting Reclamation, And Consensually Modified And Reduced Claims (Docket No. 8617) (the "Nineteenth Omnibus Claims Objection").

WHEREAS, on April 11, 2007, General Products filed its Response to Debtor's Eleventh Omnibus Objection Seeking to Disallow General Products' Claim (Docket No. 7634) (the "Response").

WHEREAS, on February 5, 2008, to resolve the Nineteenth Omnibus Claims Objection with respect to the Claim, DAS LLC and General Products entered into a settlement agreement (the "Settlement Agreement").

WHEREAS, although DAS LLC believes that it is not liable for this Claim, pursuant to the Settlement Agreement, DAS LLC acknowledges and agrees that the Claim shall be allowed against DAS LLC in the amount of \$40,000.00.

WHEREAS, DAS LLC is authorized to enter into the Settlement Agreement either because the Claim involves ordinary course controversies or pursuant to that certain Amended And Restated Order Under 11 U.S.C. §§ 363, 502, And 503 And Fed. R. Bankr. P. 9019(b) Authorizing Debtors To Compromise Or Settle Certain Classes Of Controversy And Allow Claims Without Further Court Approval (Docket No. 8401) entered by this Court on June 26, 2007.

THEREFORE, it is hereby stipulated, agreed, and ordered as follows:

1. The Claim shall be allowed in the amount of \$40,000.00 and shall be treated as an allowed general unsecured non-priority claim against the estate of DAS LLC.
2. General Products' Response to the Nineteenth Omnibus Claims Objection shall be deemed withdrawn with prejudice.

So Ordered in New York, New York, this 14th day of February, 2008

/s/Robert D. Drain

UNITED STATES BANKRUPTCY JUDGE

AGREED TO AND  
APPROVED FOR ENTRY:

/s/ John K. Lyons

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